

Constitution of Dry Lakes Racers Australia

Annexure A

Dry Lakes Racers Australia

Constitution

1. The name of the Incorporated Association is Dry Lakes Racers Australia referred to herein as “the Association”.
2. **In these rules, unless the contrary intention appears-**
“committee” means the Committee of Management of the Association;
“member” means a member of the Association of which there may be two types:
 - i. **“inactive member” means a member of the Association that has paid the initial joining fee only. An inactive member has no voting rights and is considered unfinancial.**
 - ii. **“active member” means a member of the Association that has paid the initial joining fee and the annual subscription fee due for that financial year. An active member has voting rights equivalent to one vote and is considered financial.**

“meeting” means a general meeting of active members of the Association;
The “Act” means the Associations Incorporation Act, 1985;
The “Regulations” means the Associations Regulations, 1985.
3. **OBJECTS AND PURPOSES**

The objects and purposes of the Association shall be:

 - i. To promote the sport of competitive dry lake racing of wheel driven vehicles
 - ii. **To raise funds by means of joining fees, subscription fees and participation fees from members, and fees and levies from spectators for the objects and purposes of the Association in such amounts and in such manner as is considered adequate to achieve the above objectives.**
4. **POWERS**

The Association shall have all the powers conferred by Section 25 of the Act save and except such modifications and exclusions as are agreed upon by the Association.
5. **MEMBERSHIP**

Any person who is interested in the objects and interests of the club shall be eligible for membership.
6. **FEES AND SUBSCRIPTIONS**
 - i. **The joining fee** for membership shall be payable at the time of application for membership only and shall be such sum as the active members shall determine from time to time at an annual general meeting.
 - ii. **Should an inactive member wish to become an active member then an annual subscription fee shall be payable in advance either at the time of application for membership or at a time annually thereafter determined by the committee and shall be such sum as a**

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quorum of active members shall determine from time to time at an annual general meeting.

- iii. *Any active member whose subscription fee is outstanding after the financial year end of the Association shall cease to be an active member and become an inactive member of the Association, provided always that the Committee may reinstate such a persons' active membership on such terms as it thinks fit and after payment of the subscription fee.*

7. RESIGNATION

A member may resign from membership of the association by giving written notice thereof to the secretary or public officer of the association. At no time is the member entitled to a refund of the joining fee or subscription fee.

8. EXPULSION OF A MEMBER

- i. Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interest of the association.
- ii. Particulars of the charge should be communicated to the member at least one calendar month before the meeting of the committee at which the matter will be determined.
- iii. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, subject to sub-rule (iv), cease to be a member 14 days after the committee has communicated its determination to him.
- iv. It shall be open to a member to appeal to the association in a general meeting, against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.
- v. In the event of an appeal under sub-rule (iv) the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in a general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

9. THE COMMITTEE

- i. The affairs of the Association shall be managed and controlled exclusively by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- ii. The Committee unless otherwise provided for:
 - a) Have general control and management of the administration, property and funds of the association, and
 - b) Shall have the authority to direct policy initiatives consistent with these rules and on matters relating to the control of business on behalf of the association on which these rules are silent.

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- iii. The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
 - iv. The Committee shall be comprised of a President, Vice President, Secretary, and Treasurer and a minimum of *two other* committee members all of whom shall be *active* members of the Association.
 - v. The first Committee of the Association shall be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to incorporation. The first Committee shall hold office until the first annual general meeting after incorporation at which time all members of the Committee shall retire from the Committee but shall be eligible for re-appointment. At each subsequent annual general meeting all serving members of the Committee shall retire and shall be eligible for re-appointment.
 - vi. Notice of the intended meeting of the Committee shall be given at least seven clear days before such meeting is to be held and notice shall be given to each and every member of the committee.
 - vii. The Committee may appoint a natural person to fill a casual vacancy, and such a Committee member shall hold office until the next annual general meeting of the Association and shall be eligible for re-appointment.
 - viii. A retiring Committee member shall be eligible to stand for re-election without nomination but no person not being a retiring committee member shall be eligible to stand for election unless an active member of the Association has nominated him and the nominee has signified a willingness to stand for election.
 - ix. **Notice of all persons seeking election to the Committee shall be given to all active members of the Association at the annual general meeting.**
 - x. **If only the required numbers of persons are** nominated to fill existing vacancies, the secretary shall report accordingly to the annual general meeting, and the President shall declare such persons duly elected as committee members.
10. **DISQUALIFICATION OF COMMITTEE MEMBERS**
The office of committee member shall become vacant if a committee member is:
- i. Disqualified by the Act
 - ii. Expelled under these rules
 - iii. Permanently incapacitated by ill health
 - iv. Absent without apology for more than three consecutive meetings, or more than three committee meetings in a financial year
 - v. No longer the duly appointed representative of a corporate member.
11. **PROCEEDINGS OF COMMITTEE**
- i. The Committee shall meet together for the dispatch of business at least four times annually
 - ii. Resolutions placed before the Committee may be submitted by any individual member of the Committee, any grouping of members of the Committee, or the Committee as a whole.

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- iii. Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to a deliberative vote.
- iv. A quorum for a meeting of the Committee shall be a simple majority of those persons entitled to membership of the Committee.
- v. A member of the Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.
- vi. The Committee shall co-opt additional members at any time it deems it expedient to do so.

12. FINANCIAL YEAR

The first financial year of the association shall be the period ending on the 30th day of June, 1991, and thereafter a period of 12 months ending on the ***31st day of December*** in each year.

13. BORROWING POWERS

- i. Subject to this rule the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Committee see fit, and may secure the repayment thereof by charging the property of the Association.
- ii. Subject to Section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

14. RULES

- i. Subject to approval by resolution of the ***active*** members of the Association, these rules may be altered (including an alteration to name), or be rescinded or replaced by substituted rules. These rules may not be altered in any way unless notice is given to the Secretary at least three calendar months prior to an annual general meeting or a special general meeting and such alteration will only be adopted if the alteration is approved by a majority of two thirds of the active members present and empowered to vote at such meeting. Such an alteration shall be registered with the Commission as required by the Act.
- ii. The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

15. THE SEAL

- i. The Association shall have a common seal upon which its corporate name "Dry Lakes Racers Australia" shall appear in legible characters.
- ii. The seal shall not be used without the express authorization of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the secretary and one other member of the committee.
- iii. The seal shall be kept in the custody of the secretary or such other person as the committee may from time to time decide, and at the registered office of the Association.

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16. MEETINGS

- i. The president or Committee may call a special general meeting of the Association at any time and shall call an Annual General Meeting **within five (5) months** following the end of the financial year, at a time, place and day determined by the committee.
- ii. The first annual general meeting shall be held within eighteen (18) months after the incorporation of the association, and thereafter within five (5) months after the end of the financial year.
- iii. Upon a requisition in writing of not less than an absolute majority of the total number of **active** members of the Association, the committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition, the secretary shall issue a notice of a special general meeting to all **active** members specifying the place, day and hour and the general nature of the business to be transacted at the meeting.
- iv. Every requisition for a special general meeting shall be signed by the **active** members making the same and shall state the purpose of the meeting.
- v. If a special general meeting is not convened within one month as required by sub-rule (iii) the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the committee and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the **active** members entitled to receive a notice of the meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.
- vi. Subject to sub-rule (9) at least 30 days notice in writing of any general meeting **or Annual General Meeting** shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- vii. In the case of an Annual General Meeting, **the** order of the business at the meeting shall be the consideration of:
 - a. Statement of accounts and balance sheets and reports of the Committee for the **preceeding** financial year;
 - b. Statements of accounts and balance sheets and reports of the auditors for the **preceeding** financial year **if available**
 - c. The appointment of auditors **if appointed;**
 - d. The election of Committee members as required;
 - e. Any other business requiring consideration by the Association in general meeting.
- viii. In the case of a special general meeting, the order of business at the meeting shall be as decided by the chairman of the meeting, but at any special general meeting which has been called by requisition, the business of that meeting shall be confined to the discussion of that subject matter of the requisition.
- ix. Notice of a meeting at which a special resolution is to be proposed shall be given at least **30 days prior** to the date of the meeting.
- x. A notice may be given by the Association to any **active** member by serving the **active** member with the notice personally, **by email**, or by sending it by post **in the form of a newsletter** to the **email or postal** address appearing in

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the register of members. ***It is the responsibility of the active member to ensure the accuracy and currency of the aforementioned address.***

- xi. Where a notice is sent by post, service of the notice shall be deemed to be effected if it is addressed to the member by ordinary pre-paid mail.

17. PROCEEDINGS AT MEETINGS

- i. A minimum of ten (10) ***active*** members present personally or by proxy shall constitute a quorum at any general meeting (***including an Annual General Meeting***).
- ii. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if such an adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- iii. The president of the Committee or in his absence, or on his declining to take, or retiring from the chair, one of the Committee members elected by the resolution of a majority of the voting members present at the meeting in person or by proxy shall preside as chairperson at every general meeting of the Association.
- iv. If there is not such chairperson present within five minutes after the time appointed for holding the meeting, a deputy chairperson shall be elected from those members present and empowered to vote and such deputy chairperson shall preside over that meeting and his tenure of office will cease at the close of such meeting.
- v. The chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
- vi. The chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left un-finished at the meeting from which the adjournment took place.
- vii. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- viii. At any general meeting, a resolution put to a vote shall be decided by a simple majority of votes of the voting members present on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded by conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- ix. If a poll is demanded by the chairperson of the meeting or by three or more ***active*** members present personally or by proxy, it shall be taken in such a manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a

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majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.

- x. A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

18. MINUTES

- i. Proper minutes of all proceedings of meetings of the Association and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- ii. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- iii. Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

19. VOTING RIGHTS

- i. Subject to these rules each *active* corporate member *present* in person or by proxy shall be entitled to one vote.
- ii. A member being a body corporate shall be entitled to appoint one person who need not be a member of the Association to represent it at a particular meeting or at all meetings of the Association. That person shall be appointed by the corporate member by resolution of its board which shall be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all intents and purposes until the authority to represent the corporate member is revoked.
- iii. In all situations of a tied vote, the chairperson shall have a second and casting vote.

20. PROXIES

An *active* member shall be entitled to appoint in writing a natural person who is also an *active* member of the Association to be his proxy, and attend and vote at any meeting of the Association.

21. ACCOUNTS

- i. The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association. Such accounting records shall be closed on the 31st December in each year.
- ii. Such accounting records shall be kept by the secretary and or treasurer of the Association.

22. WINDING UP

- i. The Association may be wound up in the manner provided for in the Act.
- ii. The Association may be wound up by the Court if:
 - a. Membership of the Association is less than three or;
 - b. A resolution to the effect that the Association should be wound up is carried by the majority vote of three quarters of the voting members present at a general meeting convened to consider the question

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23. APPLICATION OF SURPLUS ASSETS

If after the winding up of the Association there remains “surplus assets” as defined in the Act, such surplus assets shall be handed over to some other Association (having similar objects and purposes) as the majority of members at such general meeting, by resolution, may decide.

24. FUNDS

- i. The income and property of the Association whence so ever derived shall be applied solely towards the promotion of its objects and purposes as set forth in these rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to its members provided that nothing shall prevent the payment in good faith or remuneration to any officer or servant of the Association for services rendered to the Association.
- ii. The funds of the Association shall be banked in the name of the Association in such bank as the committee may from time to time direct.

CERTIFICATION

We certify that this is a true and correct copy of the rules of the Dry Lakes Racers Australia.

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President

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Secretary

Dated.....